

B 1 (Official Form 1) (4/13)

United States Bankruptcy Court Northern District of Illinois				Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): Showboat Atlantic City Mezz 2, LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):																						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all): 26-1305702			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) Complete EIN (if more than one, state all):																						
Street Address of Debtor (No. and Street, City, and State): One Caesars Palace Dr. Las Vegas, Nevada			Street Address of Joint Debtor (No. and Street, City, and State):																						
ZIP CODE 89109			ZIP CODE																						
County of Residence or of the Principal Place of Business: Clark County, Nevada			County of Residence or of the Principal Place of Business:																						
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):																						
ZIP CODE			ZIP CODE																						
Location of Principal Assets of Business Debtor (if different from street address above): Atlantic City, New Jersey			ZIP CODE																						
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding																					
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																					
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																						
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY																				
Estimated Number of Creditors (on a consolidated basis) <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5,001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>Over 100,000</td> </tr> </table>						<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>															
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Estimated Assets (on a consolidated basis) <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td> </tr> <tr> <td>\$0- to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$0- to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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Estimated Liabilities (on a consolidated basis) <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td> </tr> <tr> <td>\$0- to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1,000,001 to \$10 million</td><td>\$10,000,001 to \$50 million</td><td>\$50,000,001 to \$100 million</td><td>\$100,000,001 to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>					<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$0- to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Showboat Atlantic City Mezz 2, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Rider 1		Case Number:	
District: Northern District of Illinois		Date Filed:	
Relationship:		Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

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<p>Voluntary Petition (This page must be completed and filed in every case)</p>	<p>Name of Debtor(s): Showboat Atlantic City Mezz 2, LLC</p>
<p>Signatures</p>	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ David R. Seligman</u> Signature of Attorney for Debtor(s) David R. Seligman, P.C. Printed Name of Attorney for Debtor(s) Kirkland & Ellis LLP Firm Name 300 North LaSalle Chicago, Illinois 60654 Address (312) 862-2000 Telephone Number January 15, 2015 Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Mary E. Higgins</u> Signature of Authorized Individual Mary E. Higgins Printed Name of Authorized Individual Authorized Signatory Title of Authorized Individual January 15, 2015 Date</p>	

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Northern District of Illinois for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Caesars Entertainment Operating Company, Inc.

The Debtors	
• Caesars Entertainment Operating Company, Inc.	• 190 Flamingo, LLC
• 3535 LV Corp.	• 3535 LV Parent, LLC
• AJP Holdings, LLC	• AJP Parent, LLC
• B I Gaming Corporation	• Bally’s Las Vegas Manager, LLC
• Bally’s Midwest Casino, Inc.	• Bally’s Park Place, Inc.
• Benco, Inc.	• Biloxi Hammond, LLC
• Biloxi Village Walk Development, LLC	• BL Development Corp.
• Boardwalk Regency Corporation	• BPP Providence Acquisition Company, LLC
• Caesars Air, LLC	• Caesars Baltimore Acquisition Company, LLC
• Caesars Baltimore Development Company, LLC	• Caesars Baltimore Management Company, LLC
• Caesars Entertainment Canada Holding, Inc.	• Caesars Entertainment Finance Corp.
• Caesars Entertainment Golf, Inc.	• Caesars Entertainment Retail, Inc.
• Caesars Entertainment Windsor Limited	• Caesars Escrow Corporation
• Caesars India Sponsor Company, LLC	• Caesars License Company, LLC
• Caesars Marketing Services Corporation	• Caesars Massachusetts Acquisition Company, LLC
• Caesars Massachusetts Development Company, LLC	• Caesars Massachusetts Investment Company, LLC
• Caesars Massachusetts Management Company, LLC	• Caesars New Jersey, Inc.
• Caesars Operating Escrow LLC	• Caesars Palace Corporation
• Caesars Palace Realty Corp.	• Caesars Palace Sports Promotions, Inc.
• Caesars Riverboat Casino, LLC	• Caesars Trex, Inc.
• Caesars United Kingdom, Inc.	• Caesars World Marketing Corporation
• Caesars World Merchandising, Inc.	• Caesars World, Inc.
• California Clearing Corporation	• Casino Computer Programming, Inc.
• CG Services, LLC	• Chester Facility Holding Company, LLC
• Christian County Land Acquisition Company, LLC	• Consolidated Supplies, Services and Systems
• Corner Investment Company Newco, LLC	• Cromwell Manager, LLC
• CZL Development Company, LLC	• CZL Management Company, LLC
• DCH Exchange, LLC	• DCH Lender, LLC
• Des Plaines Development Limited Partnership	• Desert Palace, Inc.
• Durante Holdings, LLC	• East Beach Development Corporation
• FHR Corporation	• FHR Parent, LLC
• Flamingo-Laughlin Parent, LLC	• Flamingo-Laughlin, Inc.
• GCA Acquisition Subsidiary, Inc.	• GNOC, Corp.
• Grand Casinos of Biloxi, LLC	• Grand Casinos of Mississippi, LLC - Gulfport

The Debtors	
• Grand Casinos, Inc.	• Grand Media Buying, Inc.
• Harrah South Shore Corporation	• Harrah's Arizona Corporation
• Harrah's Bossier City Investment Company, L.L.C.	• Harrah's Bossier City Management Company, LLC, a Nevada limited liability company
• Harrah's Chester Downs Investment Company, LLC	• Harrah's Chester Downs Management Company, LLC
• Harrah's Illinois Corporation	• Harrah's Interactive Investment Company
• Harrah's International Holding Company, Inc.	• Harrah's Investments, Inc.
• Harrah's Iowa Arena Management, LLC	• Harrah's Management Company
• Harrah's Maryland Heights Operating Company	• Harrah's MH Project, LLC
• Harrah's NC Casino Company, LLC	• Harrah's New Orleans Management Company
• Harrah's North Kansas City LLC	• Harrah's Operating Company Memphis, LLC
• Harrah's Pittsburgh Management Company	• Harrah's Reno Holding Company, Inc.
• Harrah's Shreveport Investment Company, LLC	• Harrah's Shreveport Management Company, LLC
• Harrah's Shreveport/Bossier City Holding Company, LLC	• Harrah's Shreveport/Bossier City Investment Company, LLC
• Harrah's Southwest Michigan Casino Corporation	• Harrah's Travel, Inc.
• Harrah's West Warwick Gaming Company, LLC	• Harveys BR Management Company, Inc.
• Harveys C.C. Management Company, Inc.	• Harveys Iowa Management Company, Inc.
• Harveys Tahoe Management Company, Inc.	• H-BAY, LLC
• HBR Realty Company, Inc.	• HCAL, LLC
• HCR Services Company, Inc.	• HEI Holding Company One, Inc.
• HEI Holding Company Two, Inc.	• HHLV Management Company, LLC
• HIE Holdings Topco, Inc.	• Hole in the Wall, LLC
• Horseshoe Entertainment	• Horseshoe Gaming Holding, LLC
• Horseshoe GP, LLC	• Horseshoe Hammond, LLC
• Horseshoe Shreveport, L.L.C.	• HTM Holding, Inc.
• JCC Holding Company II Newco, LLC	• Koval Holdings Company, LLC
• Koval Investment Company, LLC	• Las Vegas Golf Management, LLC
• Las Vegas Resort Development, Inc.	• Laundry Parent, LLC
• LVH Corporation	• LVH Parent, LLC
• Martial Development Corp.	• Nevada Marketing, LLC
• New Gaming Capital Partnership, a Nevada Limited Partnership	• Ocean Showboat, Inc.
• Octavius Linq Holding Co., LLC	• Parball Corporation
• Parball Parent, LLC	• PH Employees Parent, LLC
• PHW Investments, LLC	• PHW Las Vegas, LLC
• PHW Manager, LLC	• Players Bluegrass Downs, Inc.
• Players Development, Inc.	• Players Holding, LLC
• Players International, LLC	• Players LC, LLC
• Players Maryland Heights Nevada, LLC	• Players Resources, Inc.
• Players Riverboat II, LLC	• Players Riverboat Management, LLC
• Players Riverboat, LLC	• Players Services, Inc.
• Reno Crossroads LLC	• Reno Projects, Inc.
• Rio Development Company, Inc.	• Robinson Property Group Corp.
• Roman Entertainment Corporation of Indiana	• Roman Holding Corporation of Indiana

The Debtors	
• Showboat Atlantic City Mezz 1, LLC	• Showboat Atlantic City Mezz 2, LLC
• Showboat Atlantic City Mezz 3, LLC	• Showboat Atlantic City Mezz 4, LLC
• Showboat Atlantic City Mezz 5, LLC	• Showboat Atlantic City Mezz 6, LLC
• Showboat Atlantic City Mezz 7, LLC	• Showboat Atlantic City Mezz 8, LLC
• Showboat Atlantic City Mezz 9, LLC	• Showboat Atlantic City Operating Company, LLC
• Showboat Atlantic City Propco, LLC	• Showboat Holding, Inc.
• Southern Illinois Riverboat/Casino Cruises, Inc.	• Tahoe Garage Propco, LLC
• The Quad Manager, LLC	• TRB Flamingo, LLC
• Trigger Real Estate Corporation	• Tunica Roadhouse Corporation
• Village Walk Construction, LLC	• Winnick Holdings, LLC
• Winnick Parent, LLC	

Showboat Atlantic City Mezz 2, LLC

**Written Consent of Member
in Lieu of Meeting**

Dated as of January 14, 2015

The undersigned, being the member(s), the manager(s), the partner(s), or the member(s) of the board of directors, (each a "Board of Directors"), as applicable, for each of the entities listed above and set forth on **Schedule 1** hereto (each a "Company"), **DO HEREBY CONSENT** to the taking of the following actions in lieu of a meeting of the Board of Directors of the Company and **DO HEREBY ADOPT** the following resolutions by unanimous written consent (this "Written Consent") pursuant to applicable state law.

Chapter 11 Filing

WHEREAS, the Board of Directors has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the effect of the foregoing on the Company's business; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company's affiliates, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in a court of proper jurisdiction (the "Bankruptcy Court"); and

RESOLVED, that any officers of the Company and Mary E. Higgins (collectively, the "Authorized Signatories"), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business.

Retention of Professionals

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the

Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of AP Services, LLC to provide Caesars Entertainment Operating Company, Inc. with a Chief Restructuring Officer and certain additional personnel and designate Randall Eisenberg as Chief Restructuring Officer of Caesars Entertainment Operating Company, Inc. along with certain additional personnel, as restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories (other than Randall Eisenberg), with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of AP Services, LLC.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Prime Clerk LLC as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Prime Clerk LLC.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case.

Cash Collateral and Adequate Protection

RESOLVED, that, in connection with the commencement of the Chapter 11 Cases, each of the Authorized Signatories, acting alone or with one or more other Authorized Signatories, is authorized and directed to seek approval of a cash collateral order in interim and final form (a "Cash Collateral Order"), and any Authorized Signatory be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the Cash Collateral Order, as well as any additional or further agreements for the use of cash collateral in connection with the Company's Chapter 11 Cases, which agreement(s) may require the Company to grant liens to the Company's existing lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Signatory approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board of Directors.

RESOLVED, that each of the Authorized Signatories (and their designees and delegates) be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member or managing member of each direct subsidiary of the Company, in each case, as such Authorized Signatory shall

deem necessary or desirable in such Authorized Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date above first written.

MEMBER

Showboat Atlantic City Mezz 3, LLC

By: 

Name: Mary E. Higgins

Title: President and Treasurer

Schedule 1

1. Showboat Atlantic City Mezz 2, LLC

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <u>et al.</u> , ¹)	Case No. 15-[_____] (____)
)	
Debtors.)	(Joint Administration Requested)
)	

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE TOP 50 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 50 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately January 14, 2015. The Consolidated List is prepared in accordance with rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors. The information contained herein shall neither constitute an admission of liability by, nor bind, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim.

¹ The last four digits of Caesars Entertainment Operating Company, Inc.’s tax identification number are 1623. Due to the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
1	LAW DEBENTURE TRUST COMPANY OF NEW YORK	LAW DEBENTURE TRUST COMPANY OF NEW YORK Attn: Kevin O'Brien, CEO 400 Madison Ave., 4th Floor New York, NY 10017 Email: N/A Fax: (212) 750 1361 Phone: (212) 750 6474	Unsecured Notes		\$530,000,000.00
2	CLARK COUNTY	CLARK COUNTY Attn: Steve Sisolak, Chair 500 S Grand Central Pkwy 1st Floor Las Vegas, NV 89155 Email: kevin.gullette@clarkcountynv.gov; dainfo@clarkcountyda.com; Fax: N/A Phone: (702) 455-6000	Special Improvement Bonds		\$46,900,000.00
3	IOWA GAMING COMMISSION	IOWA GAMING COMMISSION Attn: Brian J. Ohorilko, Administrator Capitol Medical Office Building 1300 Des Moines Street, Ste. 100 Des Moines, IA 50309-5508 Email: irgc@iowa.gov Fax: (515) 242-6560 Phone: (515) 281-7352	Dog Racing Exit Costs		\$42,625,055.84
4	IGT	IGT Attn: Patti S. Hart, CEO 6355 South Buffalo Drive Las Vegas, NV 89113-2133 Email: pr@igt.com Fax: (702) 896-8686 Phone: (702) 669-7777	Trade Payable and Slot Financing		\$28,544,568.76

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
5	HILTON HOTELS CORPORATION	HILTON HOTELS CORPORATION Attn: Kristin Campbell, General Counsel 7930 Jones Branch Drive McLean, VA 22102 Email: kristin.campbell@hilton.com Fax: N/A Phone: (703) 883-1000	Pension Plan Litigation	Contingent, Unliquidated, Disputed	\$25,000,000.00
6	HOUSE OF BLUES	HOUSE OF BLUES Attn: Ron Benison, CEO 7060 Hollywood Blvd. Hollywood, CA 90028 Email: legalhob@livenation.com Fax: N/A Phone: (323) 769-4600	Lease	Unliquidated	\$13,792,438.00
7	BOARD OF LEVEE COMMISSIONERS FOR THE YAZOO-MISSISSIPPI DELTA	BOARD OF LEVEE COMMISSIONERS FOR THE YAZOO-MISSISSIPPI DELTA Attn: Willie Gregory, President 140 Delta Avenue Clarksdale, MS 38614 Email: N/A Fax: (662) 624-2450 Phone: (662) 624-4397	Lease	Unliquidated	\$10,539,916.67
8	SIMON GROUP	SIMON GROUP Attn: James M. Barkley, General Counsel 225 West Washington Street Indianapolis, IN 46204 Email: jbarkley@simon.com; rtucker@simon.com Fax: (317) 263-7901 Phone: (317) 636-1600	Deferred Income / Signing Bonus		\$4,578,082.00

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
9	EARL OF SANDWICH	EARL OF SANDWICH Attn: Steve Heeley, CEO 4700 Millenia Blvd. Suite 400 Orlando, FL 32839 Email: info@earlofsandwichusa.com Fax: (407) 992-2987 Phone: (877) 426-3275	Lease		\$4,500,000.00
10	VISA	VISA Attn: Kelly Mahon Tullier, General Counsel 900 Metro Center Blvd (at Vintage Park Dr.) Foster City, CA 94404 Email: ktullier@visa.com Fax: N/A Phone: (650) 432-7644	Deferred Income / Signing Bonus		\$3,431,469.71
11	EXPRESS SCRIPTS INC	EXPRESS SCRIPTS INC Attn: Time Wentworth, President One Express Way St Louis, MO 63121 Email: twentworth@express-scripts.com Fax: (800) 417-8163 Phone: N/A	Trade Payable		\$3,257,277.29
12	NORTH KANSAS CITY	NORTH KANSAS CITY Attn: Don Stielow, Mayor City Hall 2010 Howell N. Kansas City, MO 64116 Email: dstielow@nkc.org Fax: N/A Phone: (816) 274-6000	Lease		\$2,416,944.83

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
13	JOHNNY ROCKETS	JOHNNY ROCKETS Attn: John Fuller, CEO 20 Enterprise, Suite 300 Aliso Viejo, CA 92656 Email: N/A Fax: (866) 209-9523 Phone: (949) 643-6100	Lease	Unliquidated	\$1,975,455.00
14	ENCORE EVENT TECHNOLOGIES	ENCORE EVENT TECHNOLOGIES Attn: Phil Cooper, CEO 5150 South Decatur Blvd Las Vegas, NV 89118 Email: N/A Fax: (702) 739-8831 Phone: (702) 739-8803	Deferred Income / Signing Bonus		\$1,472,293.57
15	BRAND INTERACTION	BRAND INTERACTION Attn: Eric Simon 45 West 21st Street Floor 2 New York, NY 10010 Email: info@brandinteractiongroup.com Fax: (917) 591-9437 Phone: (212) 699-1885	Cancellation Fee		\$1,454,000.00
16	WMS GAMING	WMS GAMING Attn: Katie Lever, General Counsel c/o Scientific Games Corporation 750 Lexington Avenue New York, NY 10022 Email: N/A Fax: (702) 257-7750 Phone: (212) 754-2233	Trade Payable and Slot Financing		\$1,231,090.15

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
17	STANDARD TEXTILE CO INC.	STANDARD TEXTILE CO INC. Attn: Gary Heiman, CEO One Knollcrest Drive Cincinnati, OH 45237 Email: info@standardtextile.com Fax: 513.761.0467 Phone: 800.999.0400	Trade Payable		\$1,096,053.45
18	SOUTHERN WINE & SPIRITS	SOUTHERN WINE & SPIRITS Attn: Wayne Chaplin, CEO 300 E. Crossroads Parkway Bolingbrook Corporate Center Bolingbrook, IL 60440-3516 Email: N/A Fax: 630-685-3700 Phone: 630-685-3000	Trade Payable		\$968,192.76
19	HALIFAX SECURITY INC.	HALIFAX SECURITY INC. Attn: Jason Oakley, CEO 301 Drum Point Road Brick, NJ 08723 Email: info@navcctv.com Fax: 732-477-0886 Phone: 732-477-0686	Trade Payable		\$920,266.14
20	MICROSTRATEGY SERVICES CORP	MICROSTRATEGY SERVICES CORP Attn: Jonathan Klein, General Counsel 1850 Towers Crescent Plaza Tysons Corner, VA 22182 Email: info@microstrategy.com Fax: 703-848-8610 Phone: 703-848-8600	Trade Payable		\$865,061.25

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
21	GRAVITY MEDIA LLC	GRAVITY MEDIA LLC Attn: Yuriy Boykiv, CEO 114 West 26th Street 8th Floor New York, NY 10001 Email: hello@mediagravity.com Fax: 646-486-0030 Phone: 646-486-0000	Trade Payable		\$817,178.38
22	DCR WORKFORCE	DCR WORKFORCE Attn: Naveen Dua, Chief Executive Officer 7815 NW Beacon Square Boulevard Suite 224 Boca Raton, FL 33487 Email: info@dcrworkforce.com Fax: 888-880-1584 Phone: 888-327-4867	Trade Payable		\$812,121.79
23	A J BROWN INC.	A J BROWN INC. Attn: Daniel B. Steuber 635 Trade Center Blvd. Chesterfield, MO 63005-1247 Email: dan@ajbrown.com Fax: (636) 537-3335 Phone: (636) 537-3636	Trade Payable		\$776,960.12
24	BALLY GAMING INC.	BALLY GAMING INC. Attn: Richard Haddrill, Chief Executive Officer 6601 South Bermuda Road Las Vegas , NV 89119 Email: N/A Fax: 702-584-7710 Phone: 702-584-7700	Trade Payable		\$757,241.29

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
25	IBS SOFTWARE SERVICES	IBS SOFTWARE SERVICES Attn: Rajiv Shah, CEO 900 Circle 75 Parkway Suite 550 Atlanta, GA 30339 Email: ibsusa@ibsplc.com Fax: (678) 391 6099 Phone: (678) 391 6080	Trade Payable		\$693,560.00
26	THE PRINTER INC.	THE PRINTER INC. Attn: Bill Benskin, President 1220 Thomas Beck Road Des Moines, IA 50315 Email: Info@the-printer.com Fax: 515-288-9234 Phone: 515-288-7241	Trade Payable		\$656,038.82
27	PEPSI BOTTLING GROUP	PEPSI BOTTLING GROUP Attn: Eric J. Foss, President and CEO One Pepsi Way Somers, NY 10589-2201 Email: N/A Fax: 914-767-7761 Phone: 914-767-6000	Trade Payable		\$592,378.91
28	AETNA LIFE INSURANCE COMPANY	AETNA LIFE INSURANCE COMPANY Attn: Scott Snyder, Sales V.P. 151 Farmington Avenue Hartford, CT 06156 Email: snydersa@aetna.com Fax: N/A Phone: (800) 872-3862	Trade Payable		\$550,368.51

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
29	AGILYSYS NV	AGILYSYS NV Attn: Kyle C. Badger, General Counsel 1000 Windward Concourse, Suite 250 Alpharetta, GA 30005 Email: sales@agilysys.com; kyle.badger@agilysys.com Fax: 770.810.7892 Phone: 770.810.7800	Trade Payable		\$546,524.33
30	ARISTOCRAT TECHNOLOGIES INC.	ARISTOCRAT TECHNOLOGIES INC. Attn: Atul Bali, President 7230 Amigo Street Las Vegas, NV 89119 Email: atul.bali@aristocrat-inc.com; mark.dunn@aristocrat-inc.com Fax: (702) 270-1001 Phone: (702) 599-8000	Trade Payable		\$521,932.14
31	LLTQ ENTERPRISES LLC	LLTQ ENTERPRISES LLC Attn: Rowen Seibel c/o Certilman Balin Attorneys Paul B. Sweeney 90 Merrick Avenue East Meadow, NY 11554 Email: psweeney@certilmanbalin.com Fax: (516) 296-7111 Phone: (516) 296-7000	Trade Payable		\$506,412.22
32	NOBU HOSPITALITY LLC	NOBU HOSPITALITY LLC c/o Berdon LLP Attn: Struan McKenzie 360 Madison Avenue New York, NY 10017 Email: N/A Fax: 212-371-1159 Phone: 212-832-0400	Trade Payable		\$459,963.85

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
33	HOSPITALITY NETWORK INC.	HOSPITALITY NETWORK INC. Attn: Chief Legal Officer 1700 Vegas Drive Las Vegas, NV 89106 Email: Rob.Nickels@cox.com; Charlotte.Barnett@cox.com Fax: 702-435-4009 Phone: 702-435-4600	Trade Payable		\$430,625.63
34	HORNETS BASKETBALL LLC	HORNETS BASKETBALL LLC Attn: Fred Whitfield, President and COO 333 E Trade St Charlotte, NC 28202-2331 Email: info@hornets.com Fax: 704-688-8727 Phone: 704-688-8600	Trade Payable		\$393,750.00
35	FISHNET SECURITY INC.	FISHNET SECURITY INC. Attn: Rich Fennessy, Chief Executive Office 6130 Sprint Pkwy Suite 400 Overland Park, KS 66211-1155 Email: N/A Fax: 816.421.6677 Phone: 816.421.6611	Trade Payable		\$388,369.41
36	SIMPLEX GRINNELL LP	SIMPLEX GRINNELL LP Attn: Robert Chauvin, President 50 Technology Dr Westminster, MA 01441 Email: N/A Fax: 978-731-7839 Phone: 978-731-8519	Trade Payable		\$386,742.32

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
37	WIRTZ BEVERAGE NEVADA	WIRTZ BEVERAGE NEVADA Attn: Kevin Roberts, Senior Vice President 1849 West Cheyenne Avenue North Las Vegas, NV 89032 Email: N/A Fax: N/A Phone: (702) 735-9141	Trade Payable		\$385,181.00
38	TELEPERFORMANCE USA	TELEPERFORMANCE USA Attn: Chief Legal Officer 6510 South Millrock Drive Suite 150 Holladay, UT 84121 Email: unitedstates@teleperformance.com Fax: (801) 257-6246 Phone: (801) 257-5800	Trade Payable		\$383,039.74
39	INTERNATIONAL BUSINESS MACHINE (IBM)	INTERNATIONAL BUSINESS MACHINE (IBM) Attn: Regional Counsel 425 Market Street, 21st Floor San Francisco, CA 94105-2406 Email: N/A Fax: (415) 545-4899 Phone: N/A	Trade Payable		\$370,498.00
40	GET FRESH	GET FRESH Attn: Jim Palladino, CEO 1548 18th Street Santa Monica, CA 90404 Email: customerservice@getfresh.net Fax: 310-315-2644 Phone: 310-315-0020	Trade Payable		\$367,243.27

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
41	AON CONSULTING	AON CONSULTING Attn: Michael Mahoney 199 Fremont St Suite 1500 San Francisco, CA 94105 Email: michael.mahoney@aon.com Fax: N/A Phone: 415-486-7351	Trade Payable		\$362,616.00
42	CARTUS CORPORATION	CARTUS CORPORATION Attn: Kevin Kelleher, President & CEO 40 APPLE RIDGE ROAD Danbury, CT 08610 Email: officeofthepresident@cartus.com Fax: (888) 767-9358 Phone: (888) 767-9358	Trade Payable		\$359,931.34
43	CHAOTIC MOON LLC	CHAOTIC MOON LLC Attn: Ben Lamm, CEO 319 Congress Ave., Suite 200 Austin, TX 78701 Email: hello@chaoticmoon.com Fax: 512-420-8801 Phone: 512-420-8800	Trade Payable		\$351,406.86
44	INSIGHT	INSIGHT Attn: Steve Dodenhoff, President 6820 South Harl Avenue Tempe, AZ 85283 Email: steve.dodenhoff@insight.com Fax: N/A Phone: (800) 467-4448	Trade Payable		\$347,047.86

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
45	G & G SYSTEMS	G & G SYSTEMS Attn: Robert Lisowski, President 4340 W. Hacienda Ave. Las Vegas , NV 89118 Email: info@ggsystems.net Fax: (702) 798-6584 Phone: (702) 798-0995	Trade Payable		\$316,250.50
46	GLOBAL CASH ACCESS	GLOBAL CASH ACCESS Juliet A. Lim, General Counsel 7250 S Tenaya Way Suite 100 Las Vegas, NV 89113 Email: corpinfo@gcamail.com Fax: 702-364-8260 Phone: (702) 855-3000	Deferred Income / Signing Bonus		\$312,500.00
47	GORDON RAMSAY	GORDON RAMSAY HOLDINGS LIMITED Attn: Gordon Ramsay 1 Catherine Place London, SW1E 6X UK Email: mthomas@sheridans.co.uk Fax: +44 (0) 20 7079 0200 Phone: N/A	Trade Payable		\$307,479.03
48	QUADRILLION TECHNOLOGY PARTNERS LLC	QUADRILLION TECHNOLOGY PARTNERS LLC Attn: George Stelling, Managing Partner Park Seventeen Center 1717 MCKINNEY AVE SUITE 700 DALLAS, TX 75202 Email: gstelling@quadrillionpartners.com Fax: N/A Phone: (214) 301-5000	Trade Payable		\$295,927.69

Rank	Name Of Creditor	Complete mailing address, and employee, agents, or department familiar with claim	Nature of claim (trade debt, bank loan, government contracts, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to set off	Amount of claim (if secured, also state value of security)
49	OBJECT SYSTEMS GROUP INC.	OBJECT SYSTEMS GROUP INC. Attn: President and/or General Counsel 8600 Freeport Pkwy Suite 400 Irving, TX 75063 Email: N/A Fax: (972) 650-2020 Phone: (972) 650-2026	Trade Payable		\$289,387.50
50	MAVAR, INC.	MAVAR, INC. Attn: Ronald G. Peresich, Esquire Page, Mannino & Peresich PO Drawer 289 Biloxi, MS 39533 Email: ron.peresich@pmp.org Fax: (228) 432-5539 Phone: (228) 374-2100	Lease		Undetermined

DECLARATION UNDER PENALTY
OF PERJURY REGARDING CONSOLIDATED LIST OF CREDITORS

Pursuant to 28 U.S.C. § 1746, I, Mary E. Higgins, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: January 15, 2015

/s/ Mary E. Higgins

Mary E. Higgins

Authorized Signatory

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)
) Chapter 11
)
SHOWBOAT ATLANTIC CITY MEZZ 2,) Case No. 15-_____ (____)
LLC,)
)
Debtor.)
_____)

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Showboat Atlantic City Mezz 2, LLC	Showboat Atlantic City Mezz 3, LLC	One Caesars Palace Dr. Las Vegas, Nevada 89109	100%

DECLARATION UNDER PENALTY OF PERJURY

I, Mary E. Higgins, the undersigned authorized signatory of Showboat Atlantic City Mezz 2, LLC, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: January 15, 2015

/s/ Mary E. Higgins

Mary E. Higgins
Authorized Signatory

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	
)	Chapter 11
)	
SHOWBOAT ATLANTIC CITY MEZZ 2,)	Case No. 15-_____ (____)
LLC,)	
)	
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Showboat Atlantic City Mezz 3, LLC	100%

DECLARATION UNDER PENALTY OF PERJURY

I, Mary E. Higgins, the undersigned authorized signatory of Showboat Atlantic City Mezz 2. LLC, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: January 15, 2015

/s/ Mary E. Higgins

Mary E. Higgins
Authorized Signatory

01/2012

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE:) Chapter 11
SHOWBOAT ATLANTIC CITY) Bankruptcy Case No. 15-____ ()
MEZZ 2, LLC,)
)
Debtor(s))

**DECLARATION REGARDING ELECTRONIC FILING
PETITION AND ACCOMPANYING DOCUMENTS**

DECLARATION OF PETITIONER(S)

A. [To be completed in all cases]

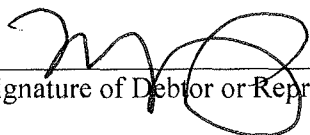
I (We), Mary E. Higgins and _____ the undersigned debtor(s), corporate officer, partner, or member hereby declare under penalty of perjury that (1) the information I(we) have given my (our) attorney is true and correct; (2) I(we) have reviewed the petition, statements, schedules, and other documents being filed with the petition; and (3) the documents are true and correct.

B. [To be checked and applicable only if the petition is for a corporation or other limited liability entity.]

☒ I, Mary E. Higgins, the undersigned, further declare under penalty of perjury that I have been authorized to file this petition on behalf of the debtor.

Mary E. Higgins
Printed or Typed Name of Debtor or Representative

Printed or Typed Name of Joint Debtor



Signature of Debtor or Representative

Signature of Joint Debtor

1/15/2015
Date

Date